

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh
Jessica Liou

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
SEARS HOLDINGS CORPORATION, et al.,	Chapter 11
Debtors.¹	Case No. 18-23538 (RDD)
	:
	(Jointly Administered)
	:
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¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**NOTICE OF HEARING ON
DEBTORS' MOTION TO AMEND ORDER AUTHORIZING
DEBTORS TO EMPLOY PROFESSIONALS USED IN THE ORDINARY
COURSE OF BUSINESS NUNC PRO TUNC TO THE COMMENCEMENT DATE**

PLEASE TAKE NOTICE that a hearing on the annexed motion (the “**Motion**”), of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), for entry of an amended order pursuant to sections 105(a), 327, 328, and 330 of chapter 11 of title 11 of the United States Code, for authority, but not direction to employ professionals retained in the ordinary course of business (the “**Ordinary Course Professionals**”), all as more fully set forth in the Motion, will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Courtroom 118, 300 Quarropas Street, White Plains, New York, 10601-4140 (the “**Bankruptcy Court**”) on **February 14, 2019 at 10:00 a.m. (Eastern Time)** (the “**Hearing**”), or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that any responses or objections (the “**Objections**”) to the Motion shall be in writing, shall conform to the Bankruptcy Rules and the Local Rules, shall be filed with the Bankruptcy Court (a) by attorneys practicing in the Bankruptcy Court, including attorneys admitted pro hac vice, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and (b) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with the *Amended Order Implementing Certain Notice and Case Management*

Procedures, entered on November 1, 2018 (ECF No. 405), so as to be filed and received no later than **February 7, 2019 at 4:00 p.m. (Eastern Time)** (the “**Objection Deadline**”).

PLEASE TAKE FURTHER NOTICE that if no Objections are timely filed and served with respect to the Motion, the Debtors may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Motion, which order may be entered without further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that any objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted upon default.

Dated: January 25, 2019
New York, New York

/s/ Jessica Liou
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
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Garrett A. Fail
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and Debtors in Possession*

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	Chapter 11
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SEARS HOLDINGS CORPORATION, et al.,	:
	Case No. 18-23538 (RDD)
	:
Debtors.¹	:
	(Jointly Administered)
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**DEBTORS' MOTION TO AMEND ORDER AUTHORIZING
DEBTORS TO EMPLOY PROFESSIONALS USED IN THE ORDINARY
COURSE OF BUSINESS NUNC PRO TUNC TO THE COMMENCEMENT DATE**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**” and, together with their non-debtor affiliates, the “**Company**”), respectfully represent as follows in support of this motion (the “**Motion**”):

Background

1. Beginning on October 15, 2018 (the “**Commencement Date**”) and continuing thereafter, each of the Debtors commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On October 24, 2018, the United States Trustee for Region 2 appointed an official committee of unsecured creditors (the “**Creditors’ Committee**”). No trustee or examiner has been appointed in these chapter 11 cases.

3. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

4. Additional information regarding the Debtors’ business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Robert A. Riecker Pursuant to Rule 1007-2 of Local Bankruptcy Rules for Southern District of New York*, sworn to on October 15, 2018 (ECF No. 3).

Jurisdiction

5. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

The Amended OCP Order

6. On October 31, 2018, the Debtors filed the *Motion of Debtors for Authority to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Commencement Date* (ECF No. 396) (the “OCP Motion”). On November 16, 2018, this Court granted the OCP Motion and entered an *Order Pursuant to Sections 105(a), 327, 328 and 330 of the Bankruptcy Code Authorizing the Debtors to Employ Professionals Used in the Ordinary Course of Business* (ECF No. 794) (the “Original OCP Order”).

7. Pursuant to the Original OCP Order, the Court approved the retention and compensation of those professionals that the Debtors employ in the ordinary course of business (the “**Ordinary Course Professionals**”). The Original OCP Order establishes two tiers of limitations applicable to the payment of fees and reimbursement of expenses of the Ordinary Course Professionals. Tier 1 sets forth a monthly cap of \$75,000 per month for compensation and reimbursement (the “**Tier 1 Monthly Cap**”) and an annual cap of \$750,000 for the first twelve (12) months following the Commencement Date (the “**Tier 1 Annual Cap**,” and together with the Tier 1 Monthly Cap, the “**Tier 1 Caps**”). Tier 2 sets forth a monthly cap of \$25,000 per month for compensation and reimbursement (the “**Tier 2 Monthly Cap**”) and an annual cap of \$250,000 for the first twelve (12) months following the Commencement Date (the “**Tier 2 Annual Cap**,” and together with the Tier 2 Monthly Cap, the “**Tier 2 Caps**”).

8. To date, the Debtors have employed and retained approximately eighty-nine (89) Ordinary Course Professionals in accordance with the Original OCP Order. In light of the Debtors' extensive operations and the scope of its business, the Debtors expect that they will need additional flexibility under the retention procedures established pursuant to the Original OCP Order to retain an ordinary course professional whose compensation and reimbursement is anticipated to exceed the caps currently established under the Original OCP Order. Specifically, the Debtors anticipate that they will need the flexibility to retain in the ordinary course their long-time counsel, Seyfarth Shaw LLP, to continue to provide the Debtors advice regarding ongoing employment, benefits, labor, and immigration law matters. After discussion with, and no objections having been made by, the office of the United States Trustee for Region 2 (the "**U.S. Trustee**"), counsel to the Creditors' Committee, counsel to the DIP ABL Administrative Agent and counsel to the Junior DIP Agent (the DIP ABL Administrative Agent and the Junior DIP Agent, collectively, the "**DIP Agents**"), on behalf of their respective lenders, the Debtors believe adding a third tier of professionals that may be retained in the ordinary course that establishes a monthly cap of \$150,000 per month for compensation and reimbursement (the "**Tier 3 Monthly Cap**") and an annual cap of \$1,500,000 for the first twelve (12) months following the Commencement Date (the "**Tier 3 Annual Cap**," and together with the Tier 3 Monthly Cap the "**Tier 3 Caps**"), will aid in avoiding disruption to the Debtors' operations, and allow the Debtors to retain additional ordinary course professionals in a cost-effective and administratively-efficient manner.²

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the *Final Order (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing, (B) Grant Senior Priming Liens and Superpriority Administrative Expense Claims, and (C) Utilize Cash Collateral; (II) Granting Adequate Protection to the Prepetition Secured Parties; (III) Modifying the Automatic Stay; and (IV) Granting Related Relief* (ECF No. 955) and the *Final Junior DIP Order (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Grant Secured Priming Liens and Superpriority Administrative Expense Claims; (II) Modifying the Automatic Stay; (III) Scheduling Final Hearing; and (IV) Granting Related Relief* (ECF No. 1436).

Relief Requested

9. By this Motion, the Debtors request that the Original OCP Order be amended such that the Debtors will be authorized, pursuant to sections 105(a), 327, 328, and 330 of the Bankruptcy Code, to retain additional Ordinary Course Professionals pursuant to the existing procedures, subject to the Tier 3 Caps, comprised of a Tier 3 Monthly Cap of \$150,000 per month for compensation and reimbursement and a Tier 3 Annual Cap of \$1,500,000 for the first twelve (12) months following the Commencement Date.

10. A copy of the proposed amended order (the “**Amended OCP Order**”) is attached hereto as **Exhibit 1**, and a redline of the Amended Order showing changes from the Original OCP Order is attached hereto as **Exhibit 2**.

Employment of Ordinary Course Professionals Should Be Authorized

11. A debtor is required to obtain bankruptcy court approval before it is permitted to hire certain professionals and compensate them with funds from property of the estate. As explained below, however, the Bankruptcy Code allows a debtor to retain professionals in the ordinary course of business when they are not representing or assisting the debtor in carrying out its duties under the Bankruptcy Code. 11 U.S.C. § 327(a). The Debtors submit that most, if not all, of the Ordinary Course Professionals subject to this Motion may be retained and paid by the Debtors in the ordinary course of business, without Court approval. To provide the Court and parties in interest an opportunity to object, and to provide assurance to the Ordinary Course Professionals of the Debtors’ authority to compensate them for postpetition work, however, the Debtors have proposed the Procedures set forth herein.

12. Section 327(a) of the Bankruptcy Code provides as follows:

Except as otherwise provided in this section, the trustee, with the court's approval, may employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the trustee in carrying out the trustee's duties under this title.

11 U.S.C. § 327(a). Section 327(e) of the Bankruptcy Code further provides as follows:

The trustee, with the court's approval, may employ, for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.

Id. § 327(e). Section 328(a) of the Bankruptcy Code provides, in pertinent part, that the trustee "with the court's approval, may employ or authorize the employment of a professional person under section 327 or 1103 of this title, as the case may be, on any reasonable terms and conditions of employment."

13. Section 330 of the Bankruptcy Code authorizes the court to award reasonable compensation for actual and necessary services rendered by retained professionals. 11 U.S.C. § 330. Further, the Court may exercise its broad discretion under section 105(a) of the Bankruptcy Code in connection with the foregoing. 11 U.S.C. § 105(a).

14. As noted above, the Debtors require services of professionals whose compensation and reimbursement are better suited for payment under the Tier 3 Caps. The Debtors have identified a need for additional flexibility under their ordinary course retention procedures to retain at least one additional ordinary course professional for legal services relating, but not limited to, employment, benefits, labor, immigration, and real estate matters that have a direct and significant impact on the Debtors' day-to-day operations. Based upon the

historical average monthly spend and anticipated level of work of such Ordinary Course Professional during the course of these chapter 11 cases, the Debtors believe that such professionals' fees may exceed the current caps established under the Original OCP Order.

15. To avoid disruption of the Debtors' operations, and the additional costs associated with the preparation of retention applications for professionals that likely will receive significantly lower fees as compared to professionals retained to assist the Debtors in prosecuting these chapter 11 cases, the Debtors submit that it is impractical and economically inefficient for the Debtors to file individual retention applications and proposed retention orders for each Ordinary Course Professional.

16. Additionally, all key parties in interest support the Debtors' request to amend the Original OCP Order to allow for the retention of additional ordinary course professionals that may otherwise need to be retained through a more costly, cumbersome and time-consuming process. Accordingly, the Debtors request that the Court approve the Tier 3 Caps set forth in the Amended OCP Order.

17. Based on the foregoing, the Debtors submit that the requested relief is necessary and appropriate, is in the best interests of their estates, and should be granted in all respects.

Notice

18. Notice of this Motion will be provided as applicable: (i) in accordance with the procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the "**Amended Case Management Order**"); and (ii) to the Ordinary Course Professionals. The Debtors respectfully submit that no further notice is required.

19. Other than the OCP Motion, no previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of the Amended OCP Order granting the relief requested herein and such other and further relief as is just.

Dated: January 25, 2019
New York, New York

/s/ Jessica Liou
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
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Exhibit 1

Amended OCP Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	x
	:
In re	Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	Case No. 18-23538 (RDD)
	:
Debtors.¹	(Jointly Administered)
	:
	x

**AMENDED ORDER AUTHORIZING DEBTORS
TO EMPLOY PROFESSIONALS USED IN THE ORDINARY
COURSE OF BUSINESS NUNC PRO TUNC TO THE COMMENCEMENT DATE**

Upon the motion, dated October 31, 2018 (ECF No. 396) (the “**OCP Motion**”),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to sections 105(a), 327, 328 and 330 of title 11 of the United States Code (the “**Bankruptcy Code**”), for an order (i) authorizing the Debtors to establish certain procedures for the Debtors to retain and compensate those professionals that the Debtors employ in the ordinary course of business (collectively, the

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² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

“**Ordinary Course Professionals**”), effective as of the Commencement Date, without (a) the submission of separate retention applications, or (b) the issuance of separate retention orders for each individual Ordinary Course Professional, and (ii) compensate and reimburse Ordinary Course Professionals without individual fee applications, as more fully set forth in the OCP Motion; and the Court having entered the *Order Authorizing Debtors to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Commencement Date* on November 16, 2018, (ECF No. 794) (the “**Original OCP Order**”); and upon the *Debtors’ Motion to Amend Order Authorizing Debtors to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Commencement Date*, dated January 25, 2019, (ECF No. __) (the “**Motion to Amend**”), seeking to amend the Original OCP Order to retain additional Ordinary Course Professionals pursuant to the existing procedures, subject to the Tier 3 Caps, comprised of a Tier 3 Monthly Cap of \$150,000 per month for compensation and reimbursement and a Tier 3 Annual Cap of \$1,500,000 for the first twelve (12) months following the Commencement Date, as more fully set forth in the Motion to Amend; and the Court having jurisdiction to decide and consider the OCP Motion and the Motion to Amend and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the OCP Motion and the Motion to Amend and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the OCP Motion and the Motion to Amend having been provided in accordance with the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405); such notice having been adequate and appropriate under the circumstances, and it appearing that no

other or further notice need be provided; and the Court having held a hearing, if any, to consider the relief requested in the Motion to Amend on February 14, 2019 (the “**Hearing**”); and upon the record of the Hearing, if any, and upon all of the proceedings had before the Court; and the Court having determined that the legal and factual bases set forth in the OCP Motion and the Motion to Amend establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion to Amend is granted to the extent set forth herein.
2. The Debtors are authorized to employ the Ordinary Course Professionals listed on Exhibit 1, Exhibit 2, and Exhibit 3 hereto in the ordinary course of their business in accordance with the following procedures (the “**Procedures**”), *nunc pro tunc* to the

Commencement Date:

- (i) Within thirty (30) days after the later of (a) the entry of this Order and (b) the date on which the Ordinary Course Professional commences services for the Debtors, each Ordinary Course Professional shall provide the following to the Debtors’ attorneys: (1) an affidavit (the “**OCP Affidavit**”), substantially in the form annexed hereto as Exhibit 4 certifying that the Ordinary Course Professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter(s) on which such professional is to be employed and (2) a completed retention questionnaire (the “**Retention Questionnaire**”), substantially in the form annexed hereto as Exhibit 5.
- (ii) Upon receipt of an OCP Affidavit, the Debtors shall file the same with the Court and serve a copy on (a) the United States Trustee for Region 2 (the “**U.S. Trustee**”), (b) counsel for the DIP Agents, and (c) the attorneys for the Creditors’ Committee (collectively, the “**Reviewing Parties**”).
- (iii) If a party wishes to object to the retention of an Ordinary Course Professional, such party shall, within seven (7) days after the filing of the applicable OCP Affidavit (the “**Retention Objection**

Deadline"), file with the Court and serve on (a) the attorneys for the Debtors and (b) the relevant Ordinary Course Professional (or its counsel if known) (together, the "Objection Recipients**") a written objection stating, with specificity, the legal and/or factual bases for such objection. If no objection to the retention of an Ordinary Course Professional is filed with the Court and served on the Objection Recipients before the Retention Objection Deadline, the retention and employment of such professional shall be deemed approved without further order of the Court.**

- (iv) If a timely objection to the retention of an Ordinary Course Professional is filed with the Court and served on the Objection Recipients, and such objection cannot be resolved within fourteen (14) days after the Retention Objection Deadline, the matter shall be scheduled for adjudication by the Court at the next available hearing.
- (v) No Ordinary Course Professional shall be paid any amount for invoiced fees and expenses until the Ordinary Course Professional has been retained in accordance with these Procedures.
- (vi) The Debtors shall be authorized to retain an Ordinary Course Professional and to compensate such Ordinary Course Professional, without formal application to the Court, 100% of the fees and 100% of the expenses incurred upon the submission to, and approval by, the Debtor of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and expenses actually incurred (without prejudice to the Debtors' right to dispute any such invoices); provided, however, the following limitations shall apply to the payment of fees and reimbursement of expenses:
 - For each Ordinary Course Professional set forth on **Exhibit 1** annexed hereto, total compensation and reimbursements shall not exceed \$75,000 per month (the "**Tier 1 Monthly Cap**") and \$750,000 for the first twelve (12) months following the Commencement Date (the "**Tier 1 Annual Cap**");
 - For each Ordinary Course Professional set forth on **Exhibit 2** annexed hereto, total compensation and reimbursements shall not exceed \$25,000 per month (the "**Tier 2 Monthly Cap**") and \$250,000 for the first twelve (12) months following the Commencement Date (the "**Tier 2 Annual Cap**");

- For each Ordinary Course Professional set forth on **Exhibit 3** annexed hereto, total compensation and reimbursements shall not exceed \$150,000 per month (the “**Tier 3 Monthly Cap**,” and together with the Tier 1 Monthly Cap and the Tier 2 Monthly Cap, the “**OCP Monthly Caps**”) and \$1,500,000 for the first twelve (12) months following the Commencement Date (the “**Tier 3 Annual Cap**,” and together with the Tier 1 Annual Cap and the Tier 2 Annual Cap, the “**OCP Annual Caps**”); and
- To the extent an Ordinary Course Professional’s total compensation and reimbursements are less than the OCP Monthly Cap, the amount by which such compensation and reimbursements are below the OCP Monthly Cap shall be carried over to successive periods, subject at all times to the applicable OCP Annual Cap (as defined herein).

The OCP Annual Caps may be increased by mutual agreement between the Debtors, counsel to the Creditors’ Committee, and the U.S. Trustee; provided that the Debtors shall file a notice with the Court of any such agreed increase.

- (vii) In the event that an Ordinary Course Professional’s fees and expenses exceed the applicable OCP Monthly Cap for any month during these chapter 11 cases, (a) the Debtors may pay the Ordinary Course Professional’s fees and expenses owed for such month up to the applicable OCP Monthly Cap; and (b) the Ordinary Course Professional shall file with the Court a fee application, to be heard on notice, on account of the fees and expenses in excess of the applicable OCP Monthly Cap and apply for compensation and reimbursement of such amount in compliance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330*, and all orders of the Court.
- (viii) Payment to any one Ordinary Course Professional shall not exceed the applicable OCP Annual Cap, subject to further order of the Court. In the event that an Ordinary Course Professional’s fees and expenses exceed the applicable OCP Annual Cap, such Ordinary Course Professional shall be required to file a separate retention application to be retained as a professional pursuant to section 327 of the Bankruptcy Code.

- (ix) Within thirty (30) days after the end of each quarterly period, the Debtors shall file a statement with the Court and serve the same on the Reviewing Parties, certifying the Debtors' compliance with the terms of the relief granted herein. The statement shall include for each Ordinary Course Professional (a) the name of such Ordinary Course Professional, and (b) for each quarterly period, the aggregate amounts paid as compensation for services rendered and as reimbursement of expenses incurred by such professional.
- (x) If the Debtors seek to retain an Ordinary Course Professional not already listed on **Exhibit 1**, **Exhibit 2**, and **Exhibit 3** hereto, the Debtors shall file with the Court and serve on the Reviewing Parties a notice listing those additional Ordinary Course Professionals to be added to the initial list of Ordinary Course Professionals (the "**OCP List Supplement**"), along with the attendant OCP Affidavits and Retention Questionnaires; *provided, however,* that to the extent the Debtors seek to retain additional Ordinary Course Professionals subject to the Tier 3 Monthly Cap and the Tier 3 Annual Cap, the Debtors shall consult with the U.S. Trustee, the DIP Agents, and the Creditors' Committee, in advance of filing an OCP List Supplement.
- (xi) If a party wishes to object to the retention of an Ordinary Course Professional listed on an OCP List Supplement, such party shall, within seven (7) days after the filing of the applicable OCP List Supplement, file with the Court and serve on the Objection Recipients a written objection stating, with specificity, the legal and/or factual bases for such objection. If no timely objection to the retention of an Ordinary Course Professional listed on an OCP List Supplement is filed with the Court and served on the Objection Recipients, the retention and employment of such professional shall be deemed approved without further order of the Court. Any Ordinary Course Professional retained pursuant to an OCP List Supplement will be paid in accordance with the terms and conditions set forth in these Procedures.

3. Entry of this Order and approval of the Procedures does not affect the Debtors' ability to (i) dispute any invoice submitted by an Ordinary Course Professional or (ii) retain additional Ordinary Course Professionals from time to time as needed, and the Debtors reserve all of their rights with respect thereto.

4. The forms of OCP Affidavit and Retention Questionnaire are approved.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order.

6. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: _____, 2019
White Plains, New York

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Tier 1 Ordinary Course Professionals

Professional	Address	Contact	Services Performed By Professional
Baker & Hostetler LLP	191 N Wacker Dr, Suite 3100 Chicago, IL 60606-1901	Attn: Craig White	Provides privacy, marketing and patent application legal advice
Baker & McKenzie LLP	815 Connecticut Avenue, N.W. Washington, District of Columbia 20006	Attn: Michael Murphy	Provides customs legal advice
Baute Crochetiere & Hartley LLP	777 South Figueroa Street, 49th Floor Los Angeles, California 90017	Attn: Steven Velkei	Provides regulatory legal advice in California
Cheng Cohen LLC	311 N. Aberdeen, Ste 400, Chicago, IL 60607	Attn: Amy Cheng	Provides franchise business legal advice
Constantine Cannon, LLP	335 Madison Avenue New York, NY 10017	Attn: Owen Glist	Provides litigation legal advice
Conyers Dill & Pearman	Hamilton HM 11 Bermuda	Attn: Chris Garrod	Provides insurance legal advice in Bermuda
Dentons US LLP	233 South Wacker Drive Suite 5900 Chicago, IL 60606-6361	Attn: Natalie Spears	Provides litigation legal advice
Dickie, McCamey & Chilcote, P.C.	Two PPG Place Ste 400 Pittsburgh, Pennsylvania 15222-5402	Attn: Nancy Winschel	Provides litigation legal advice in Pennsylvania
DLA Piper LLP (US)	One Liberty Place 1650 Market Street Suite 4900 Philadelphia, Pennsylvania 19103-7300	Attn: Joseph Kernen	Provides real estate legal advice
Eversheds Sutherland LLP	700 Sixth Street, NW Suite 700 Washington DC 20001	Attn: Dennis Allen	Provides regulatory legal advice
Guberman, Benson & Calise, LLC	654 Newman Springs Rd. Suite F Lincroft, New Jersey 07738	Attn: Albert A. Calise	Provides regulatory legal advice in New York
Jackson Lewis P.C.	220 Headquarters Plaza East Tower, 7th Floor Morristown, NJ 07960	Attn: Brett Anders	Provides employment legal advice
King & Spalding, LLP	1185 Avenue of the Americas New York, NY 10036	Attn: William F. Johnson	Provides litigation legal advice
Lenczner Slaght Royce Smith Griffin LLP	130 Adelaide Street West, Suite 2600 Toronto, Ontario Canada M5H 3P5	Attn: Peter Osborne	Provides litigation legal advice in Canada
McConnell Valdes LLC	270 Muñoz Rivera Avenue Hato Rey, Puerto Rico 00918	Attn: Dora Peñagaricano	Provides regulatory legal advice in Puerto Rico
Morgan Lewis & Bockius, LLP	1701 Market St. Philadelphia, PA 19103-2921	Attn: Gregory Parks	Provides regulatory legal advice
Morrison & Foerster LLP	425 Market Street San Francisco, CA 94105-2482	Attn: Michael Steel	Provides regulatory legal advice in California
Novack and Macey LLP	100 North Riverside Plaza Chicago, IL 60606-1501	Attn: Eric Macey	Provides litigation legal advice
O'Neill & Borges, LLC	250 Ave. Muñoz Rivera, Ste. 800 San Juan, P.R. 00918-1813	Attn: Carlos A. Valldejuly	Provides regulatory advice in Puerto Rico
Pettit Kohn Ingrassia & Lutz PC	11622 El Camino Real, Suite 300 San Diego, California 92130	Attn: Andrew Kohn	Provides general liability and regulatory legal advice in
Polsinelli, P.C.	150 N. Riverside Plaza Suite 3000 Chicago, IL 60606	Attn: Mark Gershon	Provides real estate legal advice
Quarles & Brady LLP	300 N. LaSalle Street Suite 4000 Chicago, Illinois 60654	Attn: Edward Rickert	Provides regulatory legal advice
Reed Smith, LLP	10 South Wacker Drive, 40th Floor Chicago, IL 60606-7507	Attn: Carolyn Rosenberg	Provides insurance legal advice
Richman Greer, P.A.	One Clearlake Centre Suite 1504 250 Australian Avenue South West Palm Beach, FL 33401	Attn: Gerald F. Richman	Provides litigation legal advice in Florida

Professional	Address	Contact	Services Performed By Professional
Sandler, Travis & Rosenberg, P.A.	225 West Washington Street Suite 1130 Chicago, Illinois 60606	Attn: Mark J. Segrist	Provides customs legal advice
Saul Ewing Arnstein & Lehr, LLP	161 North Clark Street Suite 4200 Chicago, IL 60601	Attn: Mark Enright	Provides litigation legal advice
Schuster Aguiló LLC	221 Ponce de León Ave. 15th Floor Hato Rey 00917-3128 Puerto Rico	Attn: Rafi Aguiló	Provides employment legal advice in Puerto Rico
Steptoe & Johnson, LLP	115 South LaSalle Street, Suite 3100 Chicago, IL 60603	Attn: Michael Dockterman	Provides litigation legal advice
Venable LLP	600 Massachusetts Avenue, NW Washington, DC 20001	Attn: Michael A. Signorelli	Provides marketing and privacy legal advice

Exhibit 2

Tier 2 Ordinary Course Professionals

Professional	Address	Contact	Services Performed By Professional
Akerman LLP	50 North Laura Street, Suite 3100 Jacksonville, FL 32202	Attn: David Otero	Provides tax legal advice
Alston & Bird, LLP	The Atlantic Building 950 F Street NW Washington, DC 20004-1404	Attn: Kendall Houghton	Provides unclaimed property legal advice
Atkin, Winner and Sherrod	1117 South Rancho Drive Las Vegas, Nevada 89102	Attn: Trevor Atkin	Provides general liability legal advice in Nevada
Baker Sterchi Cowden and Rice LLC	2400 Pershing Road, Suite 500 Kansas City, Missouri 64108-2504	Attn: Shawn Rogers	Provides general liability legal advice in Missouri
Barclay Damon, LLP	Barclay Damon Tower 125 East Jefferson Street Three Fountain Plaza Syracuse, New York 13202	Attn: Alan Peterman	Provides general liability legal advice in New York
Birch, de Jongh & Hindels, PLLC	1330 Estate Taarnebjerg; PO Box 1197 St Thomas, Virgin Islands 802	Attn: Richard Farrelly	Provides general liability advice in United States Virgin Islands
Bonner Kiernan Trebach & Crociata LLP	1233 20th Street NW Washington, District of Columbia 20036	Attn: Joe Bottiglieri	Provides general liability legal advice in the District of Columbia
Brown & Brown, LLC	501 Scoular Building, 2027 Dodge Street Omaha, Nebraska 68102	Attn: Matt Heffron	Provides general liability legal advice in Nebraska
Brown & James, PC	800 Market Street, Suite 1100 St. Louis, Missouri 63101	Attn: Justin Chappel	Provides general liability legal advice in Missouri
Brown Law Firm, PC	315 North 24th Street Billings, Montana 59101	Attn: Kelly Gallinger	Provides general liability legal advice in Montana
Camacho Calvo Law Group LLC	134 W Soledad Ave, Suite 401 Hagatna, Guam 96910	Attn: Vince Camacho	Provides general liability legal advice in Guam
Campbell Woods, PLLC	1002 Third Avenue Huntington, West Virginia 25719	Attn: Chris Conley	Provides general liability legal advice in Kentucky
Carr, Allison, Pugh, Howard, Oliver and Sisson, P.C.	100 Vestavia Parkway Birmingham, Alabama 35216	Attn: Glenn Ireland	Provides general liability legal advice in Alabama
Cavaretta, Katona and Leighner, PLLC	One Riverwalk Place, 700 N. St. Mary's Street, Suite 1500 San Antonio, Texas 78205	Attn: Les Katona	Provides general liability legal advice in Texas
Civerolo, Gralow & Hill, A Professional Association	20 First Plaza Suite 500 Albuquerque, New Mexico 87103	Attn: Lisa Pullen	Provides general liability legal advice in New Mexico
Clapp Moroney Bellagamba Vucinich Beeman & Scheley, A Professional Corporation	6130 Stoneridge Mall Rd Pleasanton, California 94588	Attn: Christopher Beeman	Provides general liability legal advice in California
Cohen and Lombardo, P.C.	343 Elmwood Avenue Buffalo, New York 14222	Attn: Rocco Lucente	Provides general liability legal advice in New York
Collinson, Daehnke, Inlow & Greco, Attorneys at Law	21515 Hawthorne Boulevard, Suite 800 Torrance, California 90503	Attn: Lisa Collinson	Provides general liability legal advice in California
Colon & Colon, P.S.C.	173 O'Neill Street San Juan, Puerto Rico 00918	Attn: Francisco J. Colon-Pagan	Provides general liability legal advice in Puerto Rico
Corneille Law Group, LLC	7618 Westward Way Madison, Wisconsin 53717	Attn: Barrett Corneille	Provides general liability legal advice in Wisconsin
Craig, Terrill, Hale & Grantham LLP	9816 Slide Road, Suite 201 Lubbock, Texas 79424	Attn: Bob Craig	Provides general liability legal advice in Texas
Davenport, Evans, Hurwitz & Smith, LLP	206 West 14th Street Sioux Falls, South Dakota 57101-1030	Attn: Eric Schulte	Provides general liability legal advice in South Dakota
DeLashmet & Marchand, P.C.	462 Dauphin Street Mobile, Alabama 36602-2405	Attn: Pemble DeLashmet	Provides general liability legal advice in Alabama
Dinse, Knapp & McAndrew, P.C.	209 Battery Street Burlington, Vermont 05401	Attn: Andy MacIlwaine	Provides general liability legal advice in Vermont
Dykema Gossett, PLLC	400 Renaissance Center Detroit, MI 48243	Attn: Todd Gattoni	Provides regulatory legal advice in Michigan

Professional	Address	Contact	Services Performed By Professional
Eaton Law Office, P.C.	500 Marquette Avenue NW Suite 620 Albuquerque, New Mexico 87102-5302	Attn: Scott Eaton	Provides general liability legal advice in New Mexico
Eckert Seamans Cherin & Mellott, LLC (Pittsburgh)	600 Grant Street Pittsburgh, Pennsylvania 15219	Attn: Tom Sweeney	Provides general liability legal advice in Pennsylvania
Fitzpatrick Lentz & Bubba, P.C.	4001 Schoolhouse Lane, Center Valley, PA 18034	Attn: Gretchen L. Geisser Petersen	Provides real estate legal advice
Freeman Mathis & Gary LLP	44 Montgomery Street San Francisco, California 94104-6702	Attn: Jeffrey Allen	Provides general liability legal advice in California
Frilot LLC	1100 Poydras Street, Suite 3700 New Orleans, LA 70163	Attn: Leslie W. Ehret	Provides legal advice for non-stayed commercial litigation matters in Louisiana
Gibley and McWilliams, PC	524 N. Providence Road; PO Box 1107 Media, Pennsylvania 19063-0807	Attn: Joseph Gibley	Provides general liability legal advice in Pennsylvania
Godin and Baity LLC	6041 S. Syracuse Way, Suite 310 Greenwood Village, Colorado 80111	Attn: Stephen Baity	Provides general liability legal advice in Colorado
Goodin Abernathy, LLP	8900 Keystone Crossing, Ste 1100 Indianapolis, Indiana 46240	Attn: Karl Popowics	Provides general liability legal advice in Indiana
Gruvman, Giordano & Glaws, LLP	61 Broadway, Suite 2715 New York, New York 10006	Attn: Charles T. Glaws	Provides general liability legal advice in New York
Hack, Piro, O'Day, Merklinger, Wallace & McKenna, P.A.	30 Columbia Turnpike Florham Park, New Jersey 07932	Attn: Patrick Sages	Provides general liability legal advice in New Jersey
Harman, Claytor, Corrigan and Wellman, P.C.	4951 Lake Brook Drive, Suite 100 Glen Allen, Virginia 23060-9272	Attn: Danielle Giroux	Provides general liability legal advice in Virginia
Hawley Troxell Ennis & Hawley	877 W Main Street, Suite 1000 U.S. South Capital Building, 10th Floor Boise, Idaho 83702	Attn: Stephen Thomas	Provides general liability legal advice in Idaho
Haynes, Studnicka, Kahan, O'Neill & Poulakidas, LLC	200 W. Adams St., Ste. 2175 Chicago, Illinois 60606-5215	Attn: Shimon Kahan	Provides general liability legal advice in Chicago
Henson & Talley, LLP	114 N. Elm St. Suite 600 Greensboro, North Carolina 27401-2841	Attn: Perry Henson	Provides general liability legal advice in North Carolina
Higgins, Cavanagh and Cooney	10 Dorrance Street, Suit 400 Providence, Rhode Island 02903	Attn: Stephen Lang	Provides general liability legal advice in Rhode Island
Hill Knotts & Goldman, LLC	300 N. Meridian Street, Suit 1290 Indianapolis, Indiana 46204	Attn: Rori Goldman	Provides general liability legal advice in Indiana
Horwood Marcus & Berk	500 West Madison St. Suite 3700 Chicago, IL 60661	Attn: Fred Marcus	Provides tax and litigation legal advice
Hughes, White Colbo, Wilcox & Tervooren LLC	1029 W. 3rd Avenue, Suite 110 Anchorage, Alaska 99501	Attn: Jimmy White	Provides general liability legal advice in Alaska
Hunt Suedhoff, Kalamaros, LLP	803 South Calhoun, 9th Floor Fort Wayne, Indiana 46858-1489	Attn: Tim DeGroote	Provides general liability legal advice in Indiana
Hunter and Foster PA	14 Manly Street Suite 4 Greenville, South Carolina 29601	Attn: Lawrence Hunter	Provides general liability legal advice in South Carolina
Ice Miller LLP	One American Square Suite 2900 Indianapolis, IN 46282-0200	Attn: Christina Fugate	Provides real estate legal advice
Jenkins Fenstermaker PLLC	325 Eighth Street Huntington, West Virginia 25701-2225	Attn: Lee Murray Hall	Provides general liability legal advice in West Virginia
Johnson & Bell, Ltd.	33 West Monroe Street, Suite 2700 Chicago, Illinois 60603-5404	Attn: Robert Burke	Provides general liability legal advice in Illinois
Kalbaugh, Pfund & Messersmith, PC	901 Moorefield Park Drive, Suite 200 Richmond, Virginia 23235	Attn: John Messersmith	Provides general liability legal advice in Virginia
Kean Miller LLP	400 Convention Street, Suite 700 Baton Rouge, Louisiana 70802	Attn: Scott Huffstetler	Provides general liability legal advice in Louisiana

Professional	Address	Contact	Services Performed By Professional
Kemp Smith, LLP	221 North Kansas, Suite 1700 El Paso, Texas 79901	Attn: Kim Lowry	Provides general liability legal advice in Texas
Law Office of Brian J. Donegan, LLC	607 North Avenue, Suite 12-7, 2nd Floor Wakefield, Massachusetts 01880	Attn: Brian Donegan	Provides general liability legal advice in Massachusetts
Law Office of David F. Szewczyk	One Cumberland Place, Suite 314 Bangor, Maine 04401	Attn: David Szewczyk	Provides general liability legal advice in Maine
Leitner, Williams, Dooley and Napolitan, PLLC	200 W. Martin Luther King Blvd. Suite 500 Chattanooga, Tennessee 37402	Attn: Tony Noel	Provides general liability legal advice in Tennessee
Litchfield Cavo LLP	1515 Market Street, Suite 1220 Philadelphia, Pennsylvania 19102	Attn: Robert Sanzo	Provides general liability legal advice in Pennsylvania
Lynch Dallas, P.C.	526 Second Ave SE Cedar Rapids, Iowa 52401	Attn: Scott McLeod	Provides general liability legal advice in Iowa
Magnani & Buck, Ltd.	321 South Plymouth Court Chicago, Illinois 60604	Attn: Thomas Buck	Provides general liability legal advice in Illinois
Maire & Deedon	2851 Park Marina Drive Suite 300 Redding, California 96001	Attn: Patrick Deedon	Provides general liability legal advice in California
Marlow Connell Abrams Adler Newman & Lewis	4000 Ponce de Leon Blvd., Suite 570 Coral Gables, Florida 33146	Attn: Joel Adler	Provides general liability legal advice in Florida
Mayer Brown LLP	71 S. Wacker Drive Chicago, IL 60606	Attn: Heather Adkerson	Provides commercial transaction legal advice
Mazanec, Raskin & Ryder Co., L.P.A	175 South Third Street, Suite 1000 Columbus, Ohio 43215	Attn: Lisa Gentile	Provides general liability legal advice in Ohio
Minino Abogados, S.R.L.	Torre Citigroup, Acropolis Center, Piso 11, Av. Winston Churchill 1099 Santo Domingo, Dominican Republic	Attn: Carla Gonzalez	Provides litigation legal advice in the Dominican Republic
Moffett, Vitu, Lascoe, Packus and Sims	255 East Brown St, Ste 340 Birmingham, Michigan 48036	Attn: Jerry Lascoe	Provides general liability legal advice in Michigan
Moore & Biser PLLC	317 Fifth Avenue South Charleston, West Virginia 25301	Attn: Michael Moore	Provides general liability legal advice in West Virginia
Murane & Bostwick, LLC	201 N. Walcott Casper, Wyoming 82601-1930	Attn: James Worthen	Provides general liability legal advice in Wyoming
Murphy & Landon, P.A.	1011 Centre Road, Suite 210 Wilmington, Delaware 19805	Attn: Roger Landon	Provides general liability legal advice in Delaware
Nelson Mullins Riley & Scarborough LLP	Meridian, 17th Floor, 1320 Main Street Columbia, South Carolina 29201	Attn: Timothy McKissock	Provides general liability legal advice in South Carolina
O'Hagan Spencer, LLP	1 E. Wacker Drive, #3400 Chicago, Illinois 60601	Attn: Jim Balog	Provides general liability legal advice in Illinois
O'Meara, Leer, Wagner & Kohl, P.A	7401 Metro Boulevard, Suite 600 Minneapolis, Minnesota 55439-3034	Attn: Timothy Leer	Provides general liability legal advice in Minnesota
Orr & Reno P.A	45 S. Main Street Concord, New Hampshire 03301	Attn: Robert Carey	Provides general liability legal advice in New Hampshire
Pansing, Hogan, Ernst & Bachman LLP	10250 Regency Cir., Suite 300 Omaha, Nebraska 68114	Attn: David Welch	Provides general liability legal advice in Nebraska
Perrier & Lacoste, LLC	365 Canal Street, Suite 2550 New Orleans, Louisiana 70130	Attn: Curt Rome	Provides general liability legal advice in Louisiana
Pitzer Snodgrass, P.C.	100 South Fourth Street, Suite 400 St. Louis, Missouri 63102	Attn: Donald O'Keefe	Provides general liability legal advice in Missouri
Pond North LLP	355 South Grand Ave., 43rd Floor Los Angeles, CA 90071	Attn: Frank Pond	Provides asbestos litigation legal advice
Posternak Blankstein & Lund LLP	800 Boylston Street, 32nd Floor Boston, MA 02199	Attn: Paul White	Provide general liability legal advice in Massachusetts
Ranalli Zaniel Fowler & Moran, LLC	2400 W. Horizon Ridge Parkway Henderson, Nevada 89052	Attn: George Ranalli	Provides general liability legal advice in Nevada

Professional	Address	Contact	Services Performed By Professional
Rhodes Hieronymus Jones Tucker & Gable, PLLC	2 West Second, Suite 1000 Tulsa, Oklahoma 74103	Attn: Dan Folluo	Provides general liability legal advice in Oklahoma
Rumberger, Kirk and Caldwell	80 S.W. 8th Street, Suite 3000 Miami, Florida 33130	Attn: Jacey Kaps	Provides general liability legal advice in Florida
Sánchez-Betances, Sifre & Muñoz-Noya, P.S.C	33 Bolivia Street 5th Floor San Juan, Puerto Rico 00917	Attn: Adrian Sanchez	Provides general liability legal advice in Puerto Rico
Schneider and Onofry, P.C.	3101 North Central Avenue, Suite 600 Phoenix, Arizona 85012	Attn: Jon Schneider	Provides general liability legal advice in Arizona
Schutte, Terhoeve, Richardson, Eversberg, Cronin, Judice & Boudreaux, L.L.P.	501 Louisiana Avenue Baton Rouge, Louisiana 70802	Attn: David Ziober	Provides general liability legal advice in Louisiana
Schwabe, Williamson and Wyatt P.C.	1211 S.W. Fifth Avenue Portland, Oregon 97204	Attn: Jennifer Campbell	Provides general liability legal advice in Oregon
Seeley, Savidge, Ebert & Gourash, LPA	800 Bank One Center 26600 Detroit Road Cleveland, Ohio 44145-2397	Attn: Keith Savidge	Provides general liability legal advice in Ohio
Serkland Law Firm	10 Roberts Street, P.O. 6017 Fargo, North Dakota 58108-6017	Attn: Jane Dynes	Provides general liability legal advice in North Dakota
Simmons Jannace DeLuca, LLP	43 Corporate Drive Hauppauge, New York 11788	Attn: Steve Jannace	Provides general liability legal advice in New York
Sisselman & Schwartz, LLP	75 Livingston Avenue Roseland, New Jersey 07068	Attn: Marty Sisselman	Provides general liability legal advice in New Jersey
Smith Cohen & Horan PLC	1206 Garrison Avenue Fort Smith, Arkansas 72901	Attn: Stephen Smith	Provides general liability legal advice in Arkansas
SmithAmundsen LLC	330 East Kilbourn Avenue, Suite 1100, Tower 1 Milwaukee, Wisconsin 53202-3170	Attn: Paul Werkowski	Provides general liability legal advice in Wisconsin
Snow, Christensen and Martineau	10 Exchange PL STE 1100 Salt Lake City, Utah 84111-2701	Attn: Rodney Parker	Provides general liability legal advice in Utah
Sobel Pevzner, LLC fka Lynch Rowin	464 New York Avenue Huntington, New York 11743	Attn: Tom Lynch	Provides general liability legal advice in New York
Strawinski and Stout, P.C.	3340 Peachtree Road NE, Tower Place 100, Suite 1445 Atlanta, Georgia 30326	Attn: Jim Strawinski	Provides general liability legal advice in Georgia
Sugarmen, Rogers, Barshak and Cohen, P.C.	101 Merrimac Street Boston, Massachusetts 02114-4737	Attn: Andrea Studley Knowles	Provides general liability legal advice in Massachusetts
Swanson, Martin & Bell, LLP	330 N. Wabash Suite 3300 Chicago, IL 60611	Attn: Margaret O. Byrne	Provides asbestos litigation legal advice
Thomas, Thomas & Hafer, LLP	Cross Creek point, 1065 Highway 315, Suite 205 Wilkes-Barre, Pennsylvania 18705	Attn: Ryan Blazure	Provides general liability legal advice in Pennsylvania
Thompson Brody & Kaplan, LLP	161 North Clark Street, Suite 3575 Chicago, IL 60601	Attn: Robert E. Wilens	Provides litigation legal advice
Thompson, Coe, Cousins & Irons, LLP	700 North Pearl Street, 25th Floor Dallas, Texas 75201-2832	Attn: Barry Moscowitz	Provides general liability legal advice in Texas
Trotta, Trotta & Trotta LLC	900 Chapel Street New Haven, Connecticut 06503	Attn: Erica Todd-Trotta	Provides general liability legal advice in Connecticut
Upton, Mickits and Heymann, LLP	Frost Bank Plaza 802 N. Caranchua, Suite 450 Corpus Christi, Texas 78401	Attn: Kevin Mickits	Provides general liability legal advice in Texas
Van De Poel, Levy, Arneal & Serot, LLP	1600 South Main Plaza, Suite 325 Walnut Creek, California 94596	Attn: Jennifer Thomas	Provides general liability legal advice in California
Vidaurri, Lyde, Rodriguez & Haynes, LLP	202 N. 10th Ave. 202 N. 10th Ave. Edinburg, Texas 78520	Attn: Steven Vidaurri	Provides general liability legal advice in Texas
Wagner Saenz Dority, L.L.P.	1010 Lamar Street, Suite 425 Houston, Texas 77002	Attn: Jason Wagner	Provides general liability and regulatory legal advice in Texas

Professional	Address	Contact	Services Performed By Professional
Wanger Jones Helsley PC	265 E. River Park Circle, Suite 310 Fresno, California 93720	Attn: Michael Helsley	Provides general liability legal advice in California
Ward, Hocker & Thornton, PLLC	333 West Vine Street, Suite 1100 Lexington, Kentucky 40507	Attn: Gregg Thornton	Provides general liability legal advice in Kentucky
Wells, Marble, and Hurst, PLLC	300 Concourse Boulevard, Suite 200 Ridgeland, Mississippi 39157	Attn: Thomas Louis	Provides general liability legal advice in Mississippi
Wilbraham, Lawler & Buba	1818 Market Street, Suite 3100 Philadelphia, Pennsylvania 19103	Attn: Douglas Eisler	Provides general liability legal support in Pennsylvania
Willenken Wilson Loh & Delgado LLP	707 Wilshire Boulevard, Suite 3850 Los Angeles, California 90017	Attn: Paul J. Loh	Provides litigation legal advice
Williams Kastner & Gibbs, PLLC	Two Union Square 601 Union Street, Suite 4100 Seattle, Washington 98101-2380	Attn: Robert Manlowe	Provides general liability legal advice in Washington
Womble Bond Dickinson (US) LLP	One West Fourth Street Winston-Salem, North Carolina 27101	Attn: Mason Freeman	Provides general liability legal advice in North Carolina
Yoshimoto Law Group LLLC	201 Merchant Street, Suite 244020 888 Mililani Street Honolulu, Hawaii 96813	Attn: Donna Yoshimoto	Provides general liability legal advice in Hawaii

Exhibit 3

Tier 3 Ordinary Course Professionals

Professional	Address	Contact	Services Performed By Professional
Seyfarth Shaw LLP	233 South Wacker Drive, Suite 8000 Chicago, Illinois 60606-6448	Attn: Brian Stolzenbach	Provides employment, benefits, labor, and immigration legal advice

Exhibit 4

Ordinary Course Professional Affidavit

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----x
In re :
: **Chapter 11**
SEARS HOLDINGS CORPORATION, et al., :
: **Case No. 18-23538 (RDD)**
:
Debtors.¹ : **(Jointly Administered)**
-----x

AFFIDAVIT AND DISCLOSURE STATEMENT OF _____,
ON BEHALF OF _____

STATE OF _____)
) s.s.:
COUNTY OF _____)

_____, being duly sworn, upon his oath, deposes and says as follows:

1. I am a _____ of _____,

located at _____ (the “**Firm**”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

2. Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), have requested that the Firm provide _____ services to the Debtors, and the Firm has consented to provide such services (the “**Services**”).

3. The Services include, but are not limited to, the following:

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, such person’s attorneys, or such person’s accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

7. As of the commencement of this chapter 11 case, the Debtors owed the Firm \$_____ in respect of prepetition services rendered to the Debtors.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on _____, 2019, at _____.

Affiant Name

SWORN TO AND SUBSCRIBED before
Me this ___ day of _____, 2019

Notary Public

Exhibit 5

Retention Questionnaire

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
In re :
: **Chapter 11**
SEARS HOLDINGS CORPORATION, et al., :
: **Case No. 18-23538 (RDD)**
:
Debtors.¹ : **(Jointly Administered)**
-----x

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”).

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of professional:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

2. Date of retention: _____

3. Type of services to be provided:

4. Brief description of services to be provided:

5. Arrangements for compensation (hourly, contingent, etc.):

(a) Average hourly rate (if applicable): _____

(b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):

6. Prepetition claims against the Debtors held by the company:

Amount of claim: \$ _____

Date claim arose: _____

Nature of claim: _____

7. Prepetition claims against the Debtors held individually by any member, associate, or employee of the company:

Name: _____

Status: _____

Amount of claim: \$ _____

Date claim arose: _____

Nature of claim: _____

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the professional is to be employed:

9. Name and title of individual completing this form:

Dated: _____, 2019

Exhibit 2

Redline of the Amended OCP Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
In re : Chapter 11
: ~~Chapter 11~~
SEARS HOLDINGS CORPORATION, *et al.*, :
Debtors.⁸ : Case No. 18-23538 (RDD)
: (Jointly Administered)
-----x

AMENDED ORDER AUTHORIZING DEBTORS
TO EMPLOY PROFESSIONALS USED IN THE ORDINARY
COURSE OF ~~Business Nunc Pro Tunc To The~~
COMMENCEMENT DATE

Upon the motion, dated October 31, 2018 (ECF No. 396) (the “OCP Motion”)⁹ of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to sections 105(a), 327, 328₅ and 330 of title 11 of the United States Code (the “**Bankruptcy Code**”), for an order

(i) authorizing the Debtors to establish certain procedures for the Debtors to retain and

⁸ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovol Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); ~~and~~ Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

⁹ Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

compensate those professionals that the Debtors employ in the ordinary course of business (collectively, the “**Ordinary Course Professionals**”), effective as of the Commencement Date, without (a) the submission of separate retention applications, or (b) the issuance of separate retention orders for each individual Ordinary Course Professional, and (ii) compensate and reimburse Ordinary Course Professionals without individual fee applications, as more fully set forth in the OCP Motion; and the Court having entered the *Order Authorizing Debtors to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Commencement Date* on November 16, 2018, (ECF No. 794) (the “**Original OCP Order**”); and upon the Debtors’ Motion to Amend Order Authorizing Debtors to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Commencement Date, dated January 25, 2019, (ECF No.) (the “**Motion to Amend**”), seeking to amend the Original OCP Order to retain additional Ordinary Course Professionals pursuant to the existing procedures, subject to the Tier 3 Caps, comprised of a Tier 3 Monthly Cap of \$150,000 per month for compensation and reimbursement and a Tier 3 Annual Cap of \$1,500,000 for the first twelve (12) months following the Commencement Date, as more fully set forth in the Motion to Amend; and the Court having jurisdiction to decide and consider the OCP Motion and the Motion to Amend and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the OCP Motion and the Motion to Amend and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the OCP Motion and the Motion to Amend having been provided in accordance with the Amended Order Implementing Certain Notice and Case Management Order Procedures, entered on November 1, 2018 (ECF

No. 405); such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having held a hearing, if any, to consider the relief requested in the Motion ~~on November 15 to Amend on February 14, 2018~~⁹ (the “**Hearing**”); and upon the record of the Hearing, if any, and upon all of the proceedings had before the Court; and the Court having determined that the legal and factual bases set forth in the OCP Motion and the Motion to Amend establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. ~~4.~~ The Motion to Amend is granted to the extent set forth herein.
2. ~~2.~~ The Debtors are authorized, ~~but not directed~~, to employ the Ordinary Course Professionals listed on Exhibit 1~~and~~, Exhibit 2, and Exhibit 3 hereto in the ordinary course of their business in accordance with the following procedures (the “**Procedures**”), *nunc pro tunc* to the Commencement Date:

- (i) Within thirty (30) days after the later of (a) the entry of this Order and (b) the date on which the Ordinary Course Professional commences services for the Debtors, each Ordinary Course Professional shall provide the following to the Debtors’ attorneys: (1) an affidavit (the “**OCP Affidavit**”), substantially in the form annexed hereto as Exhibit 34 certifying that the Ordinary Course Professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter(s) on which such professional is to be employed and (2) a completed retention questionnaire (the “**Retention Questionnaire**”), substantially in the form annexed hereto as Exhibit 45.
- (ii) Upon receipt of an OCP Affidavit, the Debtors shall file the same with the Court and serve a copy on (a) the United States Trustee for Region 2 (the “**U.S. Trustee**”), (b) counsel for the DIP Agents~~s~~, and (c) the attorneys for the Creditors’ Committee (collectively, the “**Reviewing Parties**”).

- (iii) If a party wishes to object to the retention of an Ordinary Course Professional, such party shall, within seven (7) days after the filing of the applicable OCP Affidavit (the “**Retention Objection Deadline**”), file with the Court and serve on (a) the attorneys for the Debtors and (b) the relevant Ordinary Course Professional (or its counsel if known) (together, the “**Objection Recipients**”) a written objection stating, with specificity, the legal and/or factual bases for such objection. If no objection to the retention of an Ordinary Course Professional is filed with the Court and served on the Objection Recipients before the Retention Objection Deadline, the retention and employment of such professional shall be deemed approved without further order of the Court.
- (iv) If a timely objection to the retention of an Ordinary Course Professional is filed with the Court and served on the Objection Recipients, and such objection cannot be resolved within fourteen (14) days after the Retention Objection Deadline, the matter shall be scheduled for adjudication by the Court at the next available hearing.
- (v) No Ordinary Course Professional shall be paid any amount for invoiced fees and expenses until the Ordinary Course Professional has been retained in accordance with these Procedures.
- (vi) The Debtors shall be authorized to retain an Ordinary Course Professional and to compensate such Ordinary Course Professional, without formal application to the Court, 100% of the fees and 100% of the expenses incurred upon the submission to, and approval by, the Debtor of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and expenses actually incurred (without prejudice to the Debtors’ right to dispute any such invoices); provided, however, the following limitations shall apply to the payment of fees and reimbursement of expenses:
 - For each Ordinary Course Professional set forth on **Exhibit 1** annexed hereto, total compensation and reimbursements shall not exceed \$75,000 per month (the “**Tier 1 Monthly Cap**”) and \$750,000 for the first twelve (12) months following the Commencement Date (the “**Tier 1 Annual Cap**”);
 - For each Ordinary Course Professional set forth on **Exhibit 2** annexed hereto, total compensation and reimbursements shall not exceed \$25,000 per month (the “**Tier 2 Monthly Cap**”) and \$250,000 for the first

[twelve \(12\) months following the Commencement Date](#)
[\(the “Tier 2 Annual Cap”\);](#)

- For each Ordinary Course Professional set forth on [Exhibit 23](#) annexed hereto, total compensation and reimbursements shall not exceed \$25,000~~150,000~~ per month (the “Tier 23 Monthly Cap,” and together with the Tier 1 Monthly Cap and the Tier 2 Monthly Cap, the “**OCP Monthly Caps**”) and \$251,500,000 for the first twelve (12) months following the Commencement Date (the “Tier 23 Annual Cap,” and together with the Tier 1 Annual Cap and the Tier 2 Annual Cap, the “**OCP Annual Caps**”); and
- To the extent an Ordinary Course Professional’s total compensation and reimbursements are less than the OCP Monthly Cap, the amount by which such compensation and reimbursements are below the OCP Monthly Cap shall be carried over to successive periods, subject at all times to the applicable OCP Annual Cap (as defined herein).

The OCP Annual Caps may be increased by mutual agreement between the Debtors, counsel to the Creditors’ Committee, and the U.S. Trustee; provided that the Debtors shall file a notice with the Court of any such agreed increase.

- (vii) In the event that an Ordinary Course Professional’s fees and expenses exceed the applicable OCP Monthly Cap for any month during these chapter 11 cases, (a) the Debtors may pay the Ordinary Course Professional’s fees and expenses owed for such month up to the applicable OCP Monthly Cap; and (b) the Ordinary Course Professional shall file with the Court a fee application, to be heard on notice, on account of the fees and expenses in excess of the applicable OCP Monthly Cap and apply for compensation and reimbursement of such amount in compliance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330*, and all orders of the Court.
- (viii) Payment to any one Ordinary Course Professional shall not exceed the applicable OCP Annual Cap, subject to further order of the Court. In the event that an Ordinary Course Professional’s fees and expenses exceed the applicable OCP Annual Cap, such Ordinary Course Professional shall be required to file a separate

retention application to be retained as a professional pursuant to section 327 of the Bankruptcy Code.

- (ix) Within thirty (30) days after the end of each quarterly period, the Debtors shall file a statement with the Court and serve the same on the Reviewing Parties, certifying the Debtors' compliance with the terms of the relief granted herein. The statement shall include for each Ordinary Course Professional (a) the name of such Ordinary Course Professional, and (b) for each quarterly period, the aggregate amounts paid as compensation for services rendered and as reimbursement of expenses incurred by such professional.
- (x) If the Debtors seek to retain an Ordinary Course Professional not already listed on Exhibit 1-and, Exhibit 2, and Exhibit 3 hereto, the Debtors shall file with the Court and serve on the Reviewing Parties a notice listing those additional Ordinary Course Professionals to be added to the initial list of Ordinary Course Professionals (the "OCP List Supplement"), along with the attendant OCP Affidavits and Retention Questionnaires; provided, however, that to the extent the Debtors seek to retain additional Ordinary Course Professionals subject to the Tier 3 Monthly Cap and the Tier 3 Annual Cap, the Debtors shall consult with the U.S. Trustee, the DIP Agents, and the Creditors' Committee, in advance of filing an OCP List Supplement.
- (xi) If a party wishes to object to the retention of an Ordinary Course Professional listed on an OCP List Supplement, such party shall, within seven (7) days after the filing of the applicable OCP List Supplement, file with the Court and serve on the Objection Recipients a written objection stating, with specificity, the legal and/or factual bases for such objection. If no timely objection to the retention of an Ordinary Course Professional listed on an OCP List Supplement is filed with the Court and served on the Objection Recipients, the retention and employment of such professional shall be deemed approved without further order of the Court. Any Ordinary Course Professional retained pursuant to an OCP List Supplement will be paid in accordance with the terms and conditions set forth in these Procedures.

3. Entry of this Order and approval of the Procedures does not affect the Debtors' ability to (i) dispute any invoice submitted by an Ordinary Course Professional or (ii) retain additional Ordinary Course Professionals from time to time as needed, and the Debtors reserve all of their rights with respect thereto.

4. The formss of OCP Affidavit and Retention Questionnaire are approved.
5. The Debtors are authorized to take all actionss necessary to effectuate the relief granted in this Order.
6. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: _____, 20189
White Plains, New York

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Tier 1 Ordinary Course Professionals

Professional	Address	Contact	Services Performed By Professional
Baker & Hostetler LLP	191 N Wacker Dr, Suite 3100 Chicago, IL 60606-1901	Attn: Craig White	Provides privacy, marketing and patent application legal advice
Baker & McKenzie LLP	815 Connecticut Avenue, N.W. Washington, District of Columbia 20006	Attn: Michael Murphy	Provides customs legal advice
Baute Crochetiere & Hartley LLP	777 South Figueroa Street, 49th Floor Los Angeles, California 90017	Attn: Steven Velkei	Provides regulatory legal advice in California
Cheng Cohen LLC	311 N. Aberdeen, Ste 400, Chicago, IL 60607	Attn: Amy Cheng	Provides franchise business legal advice
Constantine Cannon, LLP	335 Madison Avenue New York, NY 10017	Attn: Owen Glist	Provides litigation legal advice
Conyers Dill & Pearman	Hamilton HM 11 Bermuda	Attn: Chris Garrod	Provides insurance legal advice in Bermuda
Dentons US LLP	233 South Wacker Drive Suite 5900 Chicago, IL 60606-6361	Attn: Natalie Spears	Provides litigation legal advice
Dickie, McCamey & Chilcote, P.C.	Two PPG Place Ste 400 Pittsburgh, Pennsylvania 15222-5402	Attn: Nancy Winschel	Provides litigation legal advice in Pennsylvania
DLA Piper LLP (US)	One Liberty Place 1650 Market Street Suite 4900 Philadelphia, Pennsylvania 19103-7300	Attn: Joseph Kernen	Provides real estate legal advice
Eversheds Sutherland LLP	700 Sixth Street, NW Suite 700 Washington DC 20001	Attn: Dennis Allen	Provides regulatory legal advice
Guberman, Benson & Calise, LLC	654 Newman Springs Rd. Suite F Lincroft, New Jersey 07738	Attn: Albert A. Calise	Provides regulatory legal advice in New York
Jackson Lewis P.C.	220 Headquarters Plaza East Tower, 7th Floor Morristown, NJ 07960	Attn: Brett Anders	Provides employment legal advice
King & Spalding, LLP	1185 Avenue of the Americas New York, NY 10036	Attn: William F. Johnson	Provides litigation legal advice
Lenczner Slaght Royce Smith Griffin LLP	130 Adelaide Street West, Suite 2600 Toronto, Ontario Canada M5H 3P5	Attn: Peter Osborne	Provides litigation legal advice in Canada
McConnell Valdes LLC	270 Muñoz Rivera Avenue Hato Rey, Puerto Rico 00918	Attn: Dora Peñagaricano	Provides regulatory legal advice in Puerto Rico
Morgan Lewis & Bockius, LLP	1701 Market St. Philadelphia, PA 19103-2921	Attn: Gregory Parks	Provides regulatory legal advice
Morrison & Foerster LLP	425 Market Street San Francisco, CA 94105-2482	Attn: Michael Steel	Provides regulatory legal advice in California
Novack and Macey LLP	100 North Riverside Plaza Chicago, IL 60606-1501	Attn: Eric Macey	Provides litigation legal advice
O'Neill & Borges, LLC	250 Ave. Muñoz Rivera, Ste. 800 San Juan, P.R. 00918-1813	Attn: Carlos A. Valldejuly	Provides regulatory advice in Puerto Rico
Pettit Kohn Ingrassia & Lutz PC	11622 El Camino Real, Suite 300 San Diego, California 92130	Attn: Andrew Kohn	Provides general liability and regulatory legal advice in
Polsinelli, P.C.	150 N. Riverside Plaza Suite 3000 Chicago, IL 60606	Attn: Mark Gershon	Provides real estate legal advice
Quarles & Brady LLP	300 N. LaSalle Street Suite 4000 Chicago, Illinois 60654	Attn: Edward Rickert	Provides regulatory legal advice
Reed Smith, LLP	10 South Wacker Drive, 40th Floor Chicago, IL 60606-7507	Attn: Carolyn Rosenberg	Provides insurance legal advice
Richman Greer, P.A.	One Clearlake Centre Suite 1504 250 Australian Avenue South West Palm Beach, FL 33401	Attn: Gerald F. Richman	Provides litigation legal advice in Florida

Professional	Address	Contact	Services Performed By Professional
Sandler, Travis & Rosenberg, P.A.	225 West Washington Street Suite 1130 Chicago, Illinois 60606	Attn: Mark J. Segrist	Provides customs legal advice
Saul Ewing Arnstein & Lehr, LLP	161 North Clark Street Suite 4200 Chicago, IL 60601	Attn: Mark Enright	Provides litigation legal advice
Schuster Aguiló LLC	221 Ponce de León Ave. 15th Floor Hato Rey 00917-3128 Puerto Rico	Attn: Rafi Aguiló	Provides employment legal advice in Puerto Rico
Steptoe & Johnson, LLP	115 South LaSalle Street, Suite 3100 Chicago, IL 60603	Attn: Michael Dockterman	Provides litigation legal advice
Venable LLP	600 Massachusetts Avenue, NW Washington, DC 20001	Attn: Michael A. Signorelli	Provides marketing and privacy legal advice

Exhibit 2

Tier 2 Ordinary Course Professionals

Professional	Address	Contact	Services Performed By Professional
Akerman LLP	50 North Laura Street, Suite 3100 Jacksonville, FL 32202	Attn: David Otero	Provides tax legal advice
Alston & Bird, LLP	The Atlantic Building 950 F Street NW Washington, DC 20004-1404	Attn: Kendall Houghton	Provides unclaimed property legal advice
Atkin, Winner and Sherrod	1117 South Rancho Drive Las Vegas, Nevada 89102	Attn: Trevor Atkin	Provides general liability legal advice in Nevada
Baker Sterchi Cowden and Rice LLC	2400 Pershing Road, Suite 500 Kansas City, Missouri 64108-2504	Attn: Shawn Rogers	Provides general liability legal advice in Missouri
Barclay Damon, LLP	Barclay Damon Tower 125 East Jefferson Street Three Fountain Plaza Syracuse, New York 13202	Attn: Alan Peterman	Provides general liability legal advice in New York
Birch, de Jongh & Hindels, PLLC	1330 Estate Taarnebjerg; PO Box 1197 St Thomas, Virgin Islands 802	Attn: Richard Farrelly	Provides general liability advice in United States Virgin Islands
Bonner Kiernan Trebach & Crociata LLP	1233 20th Street NW Washington, District of Columbia 20036	Attn: Joe Bottiglieri	Provides general liability legal advice in the District of Columbia
Brown & Brown, LLC	501 Scoular Building, 2027 Dodge Street Omaha, Nebraska 68102	Attn: Matt Heffron	Provides general liability legal advice in Nebraska
Brown & James, PC	800 Market Street, Suite 1100 St. Louis, Missouri 63101	Attn: Justin Chappel	Provides general liability legal advice in Missouri
Brown Law Firm, PC	315 North 24th Street Billings, Montana 59101	Attn: Kelly Gallinger	Provides general liability legal advice in Montana
Camacho Calvo Law Group LLC	134 W Soledad Ave, Suite 401 Hagatna, Guam 96910	Attn: Vince Camacho	Provides general liability legal advice in Guam
Campbell Woods, PLLC	1002 Third Avenue Huntington, West Virginia 25719	Attn: Chris Conley	Provides general liability legal advice in Kentucky
Carr, Allison, Pugh, Howard, Oliver and Sisson, P.C.	100 Vestavia Parkway Birmingham, Alabama 35216	Attn: Glenn Ireland	Provides general liability legal advice in Alabama
Cavaretta, Katona and Leighner, PLLC	One Riverwalk Place, 700 N. St. Mary's Street, Suite 1500 San Antonio, Texas 78205	Attn: Les Katona	Provides general liability legal advice in Texas
Civerolo, Gralow & Hill, A Professional Association	20 First Plaza Suite 500 Albuquerque, New Mexico 87103	Attn: Lisa Pullen	Provides general liability legal advice in New Mexico
Clapp Moroney Bellagamba Vucinich Beeman & Scheley, A Professional Corporation	6130 Stoneridge Mall Rd Pleasanton, California 94588	Attn: Christopher Beeman	Provides general liability legal advice in California
Cohen and Lombardo, P.C.	343 Elmwood Avenue Buffalo, New York 14222	Attn: Rocco Lucente	Provides general liability legal advice in New York
Collinson, Daehnke, Inlow & Greco, Attorneys at Law	21515 Hawthorne Boulevard, Suite 800 Torrance, California 90503	Attn: Lisa Collinson	Provides general liability legal advice in California
Colon & Colon, P.S.C.	173 O'Neill Street San Juan, Puerto Rico 00918	Attn: Francisco J. Colon-Pagan	Provides general liability legal advice in Puerto Rico
Corneille Law Group, LLC	7618 Westward Way Madison, Wisconsin 53717	Attn: Barrett Corneille	Provides general liability legal advice in Wisconsin
Craig, Terrill, Hale & Grantham LLP	9816 Slide Road, Suite 201 Lubbock, Texas 79424	Attn: Bob Craig	Provides general liability legal advice in Texas
Davenport, Evans, Hurwitz & Smith, LLP	206 West 14th Street Sioux Falls, South Dakota 57101-1030	Attn: Eric Schulte	Provides general liability legal advice in South Dakota
DeLashmet & Marchand, P.C.	462 Dauphin Street Mobile, Alabama 36602-2405	Attn: Pemble DeLashmet	Provides general liability legal advice in Alabama
Dinse, Knapp & McAndrew, P.C.	209 Battery Street Burlington, Vermont 05401	Attn: Andy MacIlwaine	Provides general liability legal advice in Vermont
Dykema Gossett, PLLC	400 Renaissance Center Detroit, MI 48243	Attn: Todd Gattoni	Provides regulatory legal advice in Michigan

Professional	Address	Contact	Services Performed By Professional
Eaton Law Office, P.C.	500 Marquette Avenue NW Suite 620 Albuquerque, New Mexico 87102-5302	Attn: Scott Eaton	Provides general liability legal advice in New Mexico
Eckert Seamans Cherin & Mellott, LLC (Pittsburgh)	600 Grant Street Pittsburgh, Pennsylvania 15219	Attn: Tom Sweeney	Provides general liability legal advice in Pennsylvania
Fitzpatrick Lentz & Bubba, P.C.	4001 Schoolhouse Lane, Center Valley, PA 18034	Attn: Gretchen L. Geisser Petersen	Provides real estate legal advice
Freeman Mathis & Gary LLP	44 Montgomery Street San Francisco, California 94104-6702	Attn: Jeffrey Allen	Provides general liability legal advice in California
Frilot LLC	1100 Poydras Street, Suite 3700 New Orleans, LA 70163	Attn: Leslie W. Ehret	Provides legal advice for non-stayed commercial litigation matters in Louisiana
Gibley and McWilliams, PC	524 N. Providence Road; PO Box 1107 Media, Pennsylvania 19063-0807	Attn: Joseph Gibley	Provides general liability legal advice in Pennsylvania
Godin and Baity LLC	6041 S. Syracuse Way, Suite 310 Greenwood Village, Colorado 80111	Attn: Stephen Baity	Provides general liability legal advice in Colorado
Goodin Abernathy, LLP	8900 Keystone Crossing, Ste 1100 Indianapolis, Indiana 46240	Attn: Karl Popowics	Provides general liability legal advice in Indiana
Gruvman, Giordano & Glaws, LLP	61 Broadway, Suite 2715 New York, New York 10006	Attn: Charles T. Glaws	Provides general liability legal advice in New York
Hack, Piro, O'Day, Merklinger, Wallace & McKenna, P.A.	30 Columbia Turnpike Florham Park, New Jersey 07932	Attn: Patrick Sages	Provides general liability legal advice in New Jersey
Harman, Claytor, Corrigan and Wellman, P.C.	4951 Lake Brook Drive, Suite 100 Glen Allen, Virginia 23060-9272	Attn: Danielle Giroux	Provides general liability legal advice in Virginia
Hawley Troxell Ennis & Hawley	877 W Main Street, Suite 1000 U.S. South Capital Building, 10th Floor Boise, Idaho 83702	Attn: Stephen Thomas	Provides general liability legal advice in Idaho
Haynes, Studnicka, Kahan, O'Neill & Poulakidas, LLC	200 W. Adams St., Ste. 2175 Chicago, Illinois 60606-5215	Attn: Shimon Kahan	Provides general liability legal advice in Chicago
Henson & Talley, LLP	114 N. Elm St. Suite 600 Greensboro, North Carolina 27401-2841	Attn: Perry Henson	Provides general liability legal advice in North Carolina
Higgins, Cavanagh and Cooney	10 Dorrance Street, Suit 400 Providence, Rhode Island 02903	Attn: Stephen Lang	Provides general liability legal advice in Rhode Island
Hill Knotts & Goldman, LLC	300 N. Meridian Street, Suit 1290 Indianapolis, Indiana 46204	Attn: Rori Goldman	Provides general liability legal advice in Indiana
Horwood Marcus & Berk	500 West Madison St. Suite 3700 Chicago, IL 60661	Attn: Fred Marcus	Provides tax and litigation legal advice
Hughes, White Colbo, Wilcox & Tervooren LLC	1029 W. 3rd Avenue, Suite 110 Anchorage, Alaska 99501	Attn: Jimmy White	Provides general liability legal advice in Alaska
Hunt Suedhoff, Kalamaros, LLP	803 South Calhoun, 9th Floor Fort Wayne, Indiana 46858-1489	Attn: Tim DeGroote	Provides general liability legal advice in Indiana
Hunter and Foster PA	14 Manly Street Suite 4 Greenville, South Carolina 29601	Attn: Lawrence Hunter	Provides general liability legal advice in South Carolina
Ice Miller LLP	One American Square Suite 2900 Indianapolis, IN 46282-0200	Attn: Christina Fugate	Provides real estate legal advice
Jenkins Fenstermaker PLLC	325 Eighth Street Huntington, West Virginia 25701-2225	Attn: Lee Murray Hall	Provides general liability legal advice in West Virginia
Johnson & Bell, Ltd.	33 West Monroe Street, Suite 2700 Chicago, Illinois 60603-5404	Attn: Robert Burke	Provides general liability legal advice in Illinois
Kalbaugh, Pfund & Messersmith, PC	901 Moorefield Park Drive, Suite 200 Richmond, Virginia 23235	Attn: John Messersmith	Provides general liability legal advice in Virginia
Kean Miller LLP	400 Convention Street, Suite 700 Baton Rouge, Louisiana 70802	Attn: Scott Huffstetler	Provides general liability legal advice in Louisiana

Professional	Address	Contact	Services Performed By Professional
Kemp Smith, LLP	221 North Kansas, Suite 1700 El Paso, Texas 79901	Attn: Kim Lowry	Provides general liability legal advice in Texas
Law Office of Brian J. Donegan, LLC	607 North Avenue, Suite 12-7, 2nd Floor Wakefield, Massachusetts 01880	Attn: Brian Donegan	Provides general liability legal advice in Massachusetts
Law Office of David F. Szewczyk	One Cumberland Place, Suite 314 Bangor, Maine 04401	Attn: David Szewczyk	Provides general liability legal advice in Maine
Leitner, Williams, Dooley and Napolitan, PLLC	200 W. Martin Luther King Blvd. Suite 500 Chattanooga, Tennessee 37402	Attn: Tony Noel	Provides general liability legal advice in Tennessee
Litchfield Cavo LLP	1515 Market Street, Suite 1220 Philadelphia, Pennsylvania 19102	Attn: Robert Sanzo	Provides general liability legal advice in Pennsylvania
Lynch Dallas, P.C.	526 Second Ave SE Cedar Rapids, Iowa 52401	Attn: Scott McLeod	Provides general liability legal advice in Iowa
Magnani & Buck, Ltd.	321 South Plymouth Court Chicago, Illinois 60604	Attn: Thomas Buck	Provides general liability legal advice in Illinois
Maire & Deedon	2851 Park Marina Drive Suite 300 Redding, California 96001	Attn: Patrick Deedon	Provides general liability legal advice in California
Marlow Connell Abrams Adler Newman & Lewis	4000 Ponce de Leon Blvd., Suite 570 Coral Gables, Florida 33146	Attn: Joel Adler	Provides general liability legal advice in Florida
Mayer Brown LLP	71 S. Wacker Drive Chicago, IL 60606	Attn: Heather Adkerson	Provides commercial transaction legal advice
Mazanec, Raskin & Ryder Co., L.P.A	175 South Third Street, Suite 1000 Columbus, Ohio 43215	Attn: Lisa Gentile	Provides general liability legal advice in Ohio
Minino Abogados, S.R.L.	Torre Citigroup, Acropolis Center, Piso 11, Av. Winston Churchill 1099 Santo Domingo, Dominican Republic	Attn: Carla Gonzalez	Provides litigation legal advice in the Dominican Republic
Moffett, Vitu, Lascoe, Packus and Sims	255 East Brown St, Ste 340 Birmingham, Michigan 48036	Attn: Jerry Lascoe	Provides general liability legal advice in Michigan
Moore & Biser PLLC	317 Fifth Avenue South Charleston, West Virginia 25301	Attn: Michael Moore	Provides general liability legal advice in West Virginia
Murane & Bostwick, LLC	201 N. Walcott Casper, Wyoming 82601-1930	Attn: James Worthen	Provides general liability legal advice in Wyoming
Murphy & Landon, P.A.	1011 Centre Road, Suite 210 Wilmington, Delaware 19805	Attn: Roger Landon	Provides general liability legal advice in Delaware
Nelson Mullins Riley & Scarborough LLP	Meridian, 17th Floor, 1320 Main Street Columbia, South Carolina 29201	Attn: Timothy McKissock	Provides general liability legal advice in South Carolina
O'Hagan Spencer, LLP	1 E. Wacker Drive, #3400 Chicago, Illinois 60601	Attn: Jim Balog	Provides general liability legal advice in Illinois
O'Meara, Leer, Wagner & Kohl, P.A	7401 Metro Boulevard, Suite 600 Minneapolis, Minnesota 55439-3034	Attn: Timothy Leer	Provides general liability legal advice in Minnesota
Orr & Reno P.A	45 S. Main Street Concord, New Hampshire 03301	Attn: Robert Carey	Provides general liability legal advice in New Hampshire
Pansing, Hogan, Ernst & Bachman LLP	10250 Regency Cir., Suite 300 Omaha, Nebraska 68114	Attn: David Welch	Provides general liability legal advice in Nebraska
Perrier & Lacoste, LLC	365 Canal Street, Suite 2550 New Orleans, Louisiana 70130	Attn: Curt Rome	Provides general liability legal advice in Louisiana
Pitzer Snodgrass, P.C.	100 South Fourth Street, Suite 400 St. Louis, Missouri 63102	Attn: Donald O'Keefe	Provides general liability legal advice in Missouri
Pond North LLP	355 South Grand Ave., 43rd Floor Los Angeles, CA 90071	Attn: Frank Pond	Provides asbestos litigation legal advice
Posternak Blankstein & Lund LLP	800 Boylston Street, 32nd Floor Boston, MA 02199	Attn: Paul White	Provide general liability legal advice in Massachusetts
Ranalli Zaniel Fowler & Moran, LLC	2400 W. Horizon Ridge Parkway Henderson, Nevada 89052	Attn: George Ranalli	Provides general liability legal advice in Nevada

Professional	Address	Contact	Services Performed By Professional
Rhodes Hieronymus Jones Tucker & Gable, PLLC	2 West Second, Suite 1000 Tulsa, Oklahoma 74103	Attn: Dan Folluo	Provides general liability legal advice in Oklahoma
Rumberger, Kirk and Caldwell	80 S.W. 8th Street, Suite 3000 Miami, Florida 33130	Attn: Jacey Kaps	Provides general liability legal advice in Florida
Sánchez-Betances, Sifre & Muñoz-Noya, P.S.C	33 Bolivia Street 5th Floor San Juan, Puerto Rico 00917	Attn: Adrian Sanchez	Provides general liability legal advice in Puerto Rico
Schneider and Onofry, P.C.	3101 North Central Avenue, Suite 600 Phoenix, Arizona 85012	Attn: Jon Schneider	Provides general liability legal advice in Arizona
Schutte, Terhoeve, Richardson, Eversberg, Cronin, Judice & Boudreaux, L.L.P.	501 Louisiana Avenue Baton Rouge, Louisiana 70802	Attn: David Ziober	Provides general liability legal advice in Louisiana
Schwabe, Williamson and Wyatt P.C.	1211 S.W. Fifth Avenue Portland, Oregon 97204	Attn: Jennifer Campbell	Provides general liability legal advice in Oregon
Seeley, Savidge, Ebert & Gourash, LPA	800 Bank One Center 26600 Detroit Road Cleveland, Ohio 44145-2397	Attn: Keith Savidge	Provides general liability legal advice in Ohio
Serkland Law Firm	10 Roberts Street, P.O. 6017 Fargo, North Dakota 58108-6017	Attn: Jane Dynes	Provides general liability legal advice in North Dakota
Simmons Jannace DeLuca, LLP	43 Corporate Drive Hauppauge, New York 11788	Attn: Steve Jannace	Provides general liability legal advice in New York
Sisselman & Schwartz, LLP	75 Livingston Avenue Roseland, New Jersey 07068	Attn: Marty Sisselman	Provides general liability legal advice in New Jersey
Smith Cohen & Horan PLC	1206 Garrison Avenue Fort Smith, Arkansas 72901	Attn: Stephen Smith	Provides general liability legal advice in Arkansas
SmithAmundsen LLC	330 East Kilbourn Avenue, Suite 1100, Tower 1 Milwaukee, Wisconsin 53202-3170	Attn: Paul Werkowski	Provides general liability legal advice in Wisconsin
Snow, Christensen and Martineau	10 Exchange PL STE 1100 Salt Lake City, Utah 84111-2701	Attn: Rodney Parker	Provides general liability legal advice in Utah
Sobel Pevzner, LLC fka Lynch Rowin	464 New York Avenue Huntington, New York 11743	Attn: Tom Lynch	Provides general liability legal advice in New York
Strawinski and Stout, P.C.	3340 Peachtree Road NE, Tower Place 100, Suite 1445 Atlanta, Georgia 30326	Attn: Jim Strawinski	Provides general liability legal advice in Georgia
Sugarmen, Rogers, Barshak and Cohen, P.C.	101 Merrimac Street Boston, Massachusetts 02114-4737	Attn: Andrea Studley Knowles	Provides general liability legal advice in Massachusetts
Swanson, Martin & Bell, LLP	330 N. Wabash Suite 3300 Chicago, IL 60611	Attn: Margaret O. Byrne	Provides asbestos litigation legal advice
Thomas, Thomas & Hafer, LLP	Cross Creek point, 1065 Highway 315, Suite 205 Wilkes-Barre, Pennsylvania 18705	Attn: Ryan Blazure	Provides general liability legal advice in Pennsylvania
Thompson Brody & Kaplan, LLP	161 North Clark Street, Suite 3575 Chicago, IL 60601	Attn: Robert E. Wilens	Provides litigation legal advice
Thompson, Coe, Cousins & Irons, LLP	700 North Pearl Street, 25th Floor Dallas, Texas 75201-2832	Attn: Barry Moscowitz	Provides general liability legal advice in Texas
Trotta, Trotta & Trotta LLC	900 Chapel Street New Haven, Connecticut 06503	Attn: Erica Todd-Trotta	Provides general liability legal advice in Connecticut
Upton, Mickits and Heymann, LLP	Frost Bank Plaza 802 N. Caranchua, Suite 450 Corpus Christi, Texas 78401	Attn: Kevin Mickits	Provides general liability legal advice in Texas
Van De Poel, Levy, Arneal & Serot, LLP	1600 South Main Plaza, Suite 325 Walnut Creek, California 94596	Attn: Jennifer Thomas	Provides general liability legal advice in California
Vidaurri, Lyde, Rodriguez & Haynes, LLP	202 N. 10th Ave. 202 N. 10th Ave. Edinburg, Texas 78520	Attn: Steven Vidaurri	Provides general liability legal advice in Texas
Wagner Saenz Dority, L.L.P.	1010 Lamar Street, Suite 425 Houston, Texas 77002	Attn: Jason Wagner	Provides general liability and regulatory legal advice in Texas

Professional	Address	Contact	Services Performed By Professional
Wanger Jones Helsley PC	265 E. River Park Circle, Suite 310 Fresno, California 93720	Attn: Michael Helsley	Provides general liability legal advice in California
Ward, Hocker & Thornton, PLLC	333 West Vine Street, Suite 1100 Lexington, Kentucky 40507	Attn: Gregg Thornton	Provides general liability legal advice in Kentucky
Wells, Marble, and Hurst, PLLC	300 Concourse Boulevard, Suite 200 Ridgeland, Mississippi 39157	Attn: Thomas Louis	Provides general liability legal advice in Mississippi
Wilbraham, Lawler & Buba	1818 Market Street, Suite 3100 Philadelphia, Pennsylvania 19103	Attn: Douglas Eisler	Provides general liability legal support in Pennsylvania
Willenken Wilson Loh & Delgado LLP	707 Wilshire Boulevard, Suite 3850 Los Angeles, California 90017	Attn: Paul J. Loh	Provides litigation legal advice
Williams Kastner & Gibbs, PLLC	Two Union Square 601 Union Street, Suite 4100 Seattle, Washington 98101-2380	Attn: Robert Manlowe	Provides general liability legal advice in Washington
Womble Bond Dickinson (US) LLP	One West Fourth Street Winston-Salem, North Carolina 27101	Attn: Mason Freeman	Provides general liability legal advice in North Carolina
Yoshimoto Law Group LLLC	201 Merchant Street, Suite 244020 888 Mililani Street Honolulu, Hawaii 96813	Attn: Donna Yoshimoto	Provides general liability legal advice in Hawaii

Exhibit 3

Tier 3 Ordinary Course Professionals

<u>Professional</u>	<u>Address</u>	<u>Contact</u>	<u>Services Performed By Professional</u>
Seyfarth Shaw LLP	233 South Wacker Drive, Suite 8000 Chicago, Illinois 60606-6448	Attn: Brian Stolzenbach	Provides employment, benefits, labor, and immigration legal advice

Exhibit 4

Ordinary Course Professional Affidavit

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
In re :
: **Chapter 11**
SEARS HOLDINGS CORPORATION, et al., :
: **Case No. 18-23538 (RDD)**
:
Debtors.¹ : **(Jointly Administered)**
-----x

AFFIDAVIT AND DISCLOSURE STATEMENT OF _____,
ON BEHALF OF _____

STATE OF _____)
) s.s.:
COUNTY OF _____)

_____, being duly sworn, upon his oath, deposes and says as follows:

9. I am a _____ of _____,

located at _____ (the “**Firm**”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); ~~and~~ Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

10. Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), have requested that the Firm provide _____ services to the Debtors, and the Firm has consented to provide such services (the “**Services**”).

11. The Services include, but are not limited to, the following:

12. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, such person’s attorneys, or such person’s accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

13. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

14. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

15. As of the commencement of this chapter 11 case, the Debtors owed the Firm \$_____ in respect of prepetition services rendered to the Debtors.

16. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on _____, 20189, at _____.

Affiant Name

SWORN TO AND SUBSCRIBED before
Me this ___ day of _____, 20189

Notary Public

Exhibit 45

Retention Questionnaire

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
In re :
: **Chapter 11**
SEARS HOLDINGS CORPORATION, et al., :
: **Case No. 18-23538 (RDD)**
:
Debtors.¹ : **(Jointly Administered)**
-----x

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”).

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

2. Name and address of professional:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); ~~and~~ Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

2. Date of retention: _____

3. Type of services to be provided:

4. Brief description of services to be provided:

5. Arrangements for compensation (hourly, contingent, etc.):

(a) Average hourly rate (if applicable): _____

(b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):

6. Prepetition claims against the Debtors held by the company:

Amount of claim: \$ _____

Date claim arose: _____

Nature of claim: _____

7. Prepetition claims against the Debtors held individually by any member, associate, or employee of the company:

Name: _____

Status: _____

Amount of claim: \$ _____

Date claim arose: _____

Nature of claim: _____

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the professional is to be employed:

9. Name and title of individual completing this form:

Dated: _____, 20189